

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>IN RE:</b>	§	<b>(Chapter 11)</b>
	§	
<b>NORTHWESTERN CORPORATION,</b>	§	<b>Case No. 03-12872 (CGC)</b>
	§	
<b>DEBTOR.</b>	§	<b>Related to Docket No. 1640</b>

**NOTICE OF WITHDRAWAL OF THE MOTION TO DISALLOW  
AND OBJECTION TO CLAIMS OF HSBC BANK USA, AS INDENTURE  
TRUSTEE, AND OAKTREE CAPITAL MANAGEMENT, LLC BASED ON  
VIOLATIONS OF THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935**

PLEASE TAKE NOTICE that in accordance with the Term Sheet for Second Amended Plan of Reorganization, signed on August 20, 2004 (the “Term Sheet”), Harbert Management Corporation and Wilmington Trust Company, as indenture trustee under that certain subordinated debt securities indenture dated as of August 1, 1995 (as subsequently amended and supplemented from time to time), hereby withdraw the Motion to Disallow and Objection to Claims of HSBC Bank USA, as Indenture Trustee, and Oaktree Capital Management, LLC Based on Violations of the Public Utility Holding Company Act of 1935 (Docket No. 1640). Pursuant to the Term Sheet, this withdrawal is without prejudice, but shall be deemed with prejudice upon the Effective Date of the Second Amended Plan of Reorganization.

[Signature Page Follows]

Dated: August 24, 2004

**CONNOLLY BOVE LODGE & HUTZ LLP**

**/s/ Christina M. Thompson**

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